

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

|  |   |                |
|--|---|----------------|
| SALLY CANNON, CHRISTIAN FONDEUR, and         | ) |                |
| RALPH KUNES, On Behalf of Themselves and All | ) |                |
| Others Similarly Situated,                   | ) |                |
|  | ) |                |
| Plaintiffs,                                  | ) |                |
|  | ) |                |
| v.   | ) |                |
|  | ) | No. 05-429-GMS |
| MBNA CORPORATION, PENSION AND 401(K)         | ) |                |
| PLAN COMMITTEE of MBNA CORPORATION,          | ) |                |
| BRUCE L. HAMMONDS, KENNETH F. BOEHL,         | ) |                |
| CHARLES C. KRULAK, TERRI C. MURPHY,          | ) |                |
| JOHN W. SCHEFLEN, KENNETH A.                 | ) |                |
| VECCHIONE, LANCE L. WEAVER, and              | ) |                |
| THOMAS D. WREN,                              | ) |                |
|  | ) |                |
| Defendants.                                  | ) |                |

**AFFIDAVIT OF RICHARD PEPPERMAN, II**

|                      |       |
|----------------------|-------|
| STATE OF DELAWARE    | )     |
|                      | : ss. |
| COUNTY OF NEW CASTLE | )     |

RICHARD C. PEPPERMAN, II, being duly sworn, deposes and says:

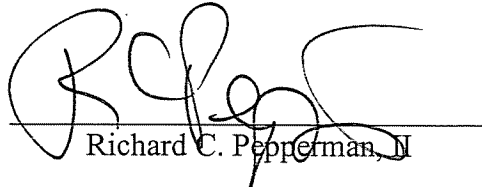
1. I am a member of the Bar of the State of New York and of Sullivan & Cromwell LLP, counsel for defendants in this action. I submit this affidavit to provide the Court with materials cited in Defendants' Opening Brief in Support of Their Motion to Dismiss.

2. Attached hereto as Exhibit A is a true and correct copy of the MBNA Corporation 401(k) Plus Savings Plan (As Amended and Restated Effective January 1, 2000).

3. Attached hereto as Exhibit B is a true and correct copy of the MBNA 401(k) Plus Savings Plan Summary Plan Description.

4. Attached hereto as Exhibit C is a document setting out the closing price of MBNA Corporation common stock for each trading day in 2005 as obtained from Bloomberg.

5. Attached hereto as Exhibit D is a true and correct copy of the Administrative Information for the Summary Plan Descriptions.

  
Richard C. Pepperman, II

Sworn to before me  
on this 6th day of January, 2006



Notary Public

**SAMANTHA L. MILLER**  
**Notary Public, State of New York**  
**No. 01MI6071187**  
**Qualified in Richmond County**  
**Certificate Filed in New York County**  
**Commission Expires March 11, 2008**

**CERTIFICATE OF SERVICE**

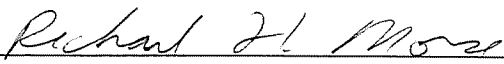
I, Richard H. Morse, hereby certify that on January 9, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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Wilmington, DE 19899

I further certify that on January 9, 2006, I also caused copies of the foregoing document to be served by hand on the above-listed counsel.

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